



THE MARMON GROUP, INC.

225 West Washington Street, Chicago, Illinois 60606, Tel. (312) 372-9500, Fax (312) 845-5305, Telex 253112 CGO

May 8, 1990

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

RECORDATION NO

0-130A046

MAY 10 1990 -2:25 PM
INTERSTATE COMMERCE COMMISSION

MAY 10 1990 -2:25 PM

Secretary
Interstate Commerce Commission
12th St. & Constitution Ave., N.W., Room 2215
Washington, DC 20423

Re: Equipment Trust Agreement (Series 20)
Recordation No. 13373
Recordation Date: December 22, 1981

MAY 10 2 18 PM '90
MAJOR OPERATING UNIT

Dear Sir or Madam:

Enclosed are the original and two certified copies of the Fifth Supplemental Trust Agreement dated February 14, 1990, between Union Tank Car Company and NCNB National Bank of North Carolina, as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$30 for the filing fee. Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5336.

Thank you.

Sincerely,

Patrick J. Allen
Senior Attorney

PJA/jf
UTC/ICC
Enclosures

RECORDATION NO

FILED 1425

MAY 10 1990 -2:25 PM

INTERSTATE COMMERCE COMMISSION

STATE OF ILLINOIS)
COUNTY OF COOK)

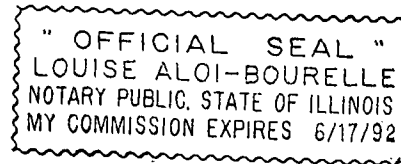
CERTIFICATE

The undersigned, Louise Aloi-Bourelle, a Notary Public, hereby states that she has compared the attached copy of the Supplemental Trust Agreement dated February 14, 1990, with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 8th day of May, 1990.

Louise Aloi-Bourelle
Notary Public

UTCICC



RECORDATION NO. 13373
MAY 10 1990 - 2:35 PM
FILED 145
INTERSTATE COMMERCE COMMISSION

FIFTH SUPPLEMENTAL TRUST AGREEMENT
UNION TANK CAR COMPANY (SERIES 20)

THIS FIFTH SUPPLEMENTAL TRUST AGREEMENT, dated as of February 14, 1990, by and between Union Tank Car Company ("Company"), a corporation duly organized and existing under the laws of Delaware, and NCNB National Bank of North Carolina, as Trustee ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement ("Trust Agreement") dated December 15, 1981, providing for the issue of its Equipment Certificates (Series 20) in aggregate principal amount of \$75,000,000.

B. Company desires to comply with Section 5.06 of the Trust Agreement by the execution of a Supplement thereto, to evidence the inclusion of Equipment as a part of the Trust Equipment under the Trust Agreement.

Agreement

Company hereby covenants and agrees with Trustee, for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

1. Substitution of Equipment. The Equipment described in Schedule A hereto is hereby substituted for the Equipment described in Schedule B hereto.

2. Substituted Equipment Subject to Trust Agreement. The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects. The Equipment described in Schedule B hereto is hereby removed from the list of Trust Equipment under the Trust Agreement and is no longer subject to any provisions of the Trust Agreement.

3. Concerning Trustee. Trustee accepts the provisions of this Supplemental Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement, as amended. Without limiting the generality of the foregoing, Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statement of Company. Trustee makes no representations and shall have no responsibility as to the validity of this Supplemental Trust Agreement.

4. Miscellaneous. Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect. The Supplemental Trust Agreement may be executed in any number of counterparts, each of which shall be an original.

Company and Trustee have caused this Supplemental Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date first stated above.

UNION TANK CAR COMPANY

By: _____


R. C. Gluth,
Executive Vice President

Attest:

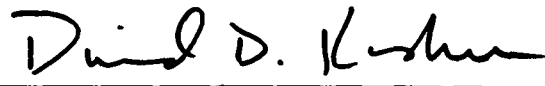

Robert W. Webb, Secretary

NCNB NATIONAL BANK OF NORTH CAROLINA

By: _____


VICE PRESIDENT
AND TRUST OFFICER

Attest:


V. P. Trust Officer

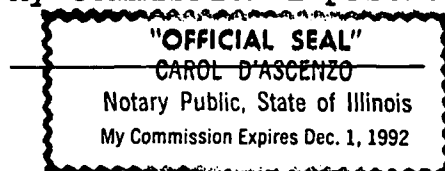
2044b

STATE OF ILLINOIS)
)
COUNTY OF COOK) ss

On February 14, 1990, before me, a Notary Public, personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is Executive Vice President of Union Tank Car Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Carol D'Ascenzo
Notary Public

My Commission Expires:



STATE OF NORTH CAROLINA)
)
COUNTY OF Mecklenburg) ss

On this 25th day of April, 1990, before me, a Notary Public, personally came Gregory T. Sandzinski, to me known, who, being by me duly sworn, did depose and say that he is Vice President + Trust Officer of NCNB National Bank of North Carolina, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Veresa Aileen Davis
Notary Public

My Commission Expires:

12/22/92

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
RAILCAR SUBSTITUTIONS (SCHEDULE A)
R 20 SERIES 20 02/14/90

PAGE 1

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES- CO CTY		-----DATES-----		CERTIFICATE TRUST COST	NET BOOK VALUE
						IN USE	WRECKED/ RETIRED		
UTLX 647101	T096	23,500	GAL	1	1	10	89	\$ 130,512	\$ 128,337
UTLX 647103	T096	23,500	GAL	1	1	10	89	130,512	128,337
UTLX 647099	T096	23,500	GAL	1	1	10	89	130,512	128,337
UTLX 641748	T055	20,000	GAL	1	1	01	90	49,967	49,759
-----									-----
NUMBER OF CARS		4						\$ 441,503	\$ 434,770

PROGRAM ACTB1025

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
SCHEDULE A - DESCRIPTION OF EQUIPMENT TRUST
FOR SUBSTITUTION

RUN DATE: 02/14/90

CERTIFICATE TRUST SERIES: R020

QUANTITY -----	A.A.R. MECHANICAL DESIG. CODE -----	CAPACITY IN GALLONS -----	ROAD NUMBERS -----
1	T055	20,000	641748
3	T096	23,500	647099,647101,647103

4	TOTAL		

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
WRECKED/RETIRED CARS (SCHEDULE B)
R 20 SERIES 20 02/14/90

PAGE 1

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES- CO CTY	-----DATES----- IN WRECKED/ USE RETIRED	CERTIFICATE TRUST COST	NET BOOK VALUE
CP 317519	BULK	100	TON	3 2	05/81 10/87	\$ 45,787	\$ 25,755
CP 317554	BULK	100	TON	3 2	05/81 10/87	45,787	25,755
CP 317567	BULK	100	TON	3 2	05/81 10/87	45,787	25,755
UNPX 102751	GONT	100	TON	3 2	03/81 04/89	40,431	22,406
UTLX 11174	TA	13,000	GAL	1 1	11/80 07/87	37,939	20,392
UTLX 11179	TA	13,000	GAL	1 1	11/80 05/88	37,940	20,393
UTLX 48224	TP	17,000	GAL	1 1	03/81 11/89	39,996	22,164
UTLX 60838	TM	13,000	GAL	1 1	09/80 11/87	40,836	21,609
UTLX 60841	TM	13,000	GAL	1 1	11/80 09/89	40,836	21,949
UTLX 60946	TM	13,000	GAL	1 1	05/81 11/87	40,485	22,773
UTLX 60982	TM	13,000	GAL	1 1	05/81 09/87	40,485	22,773
UTLX 60984	TM	13,000	GAL	1 1	05/81 09/87	40,485	22,773
UTLX 60985	TM	13,000	GAL	1 1	05/81 09/87	40,485	22,773
UTLX 60986	TM	13,000	GAL	1 1	05/81 09/87	40,485	22,773
UTLX 66230	TM	16,000	GAL	1 1	05/80 08/89	38,416	19,688
UTLX 66388	TM	16,000	GAL	1 1	05/81 09/87	39,343	22,130
UTLX 66628	TM	18,000	GAL	1 1	10/81 04/88	44,098	25,724
UTLX 67618	TM	14,000	GAL	1 1	03/81 01/89	42,772	23,703
UTLX 67923	TM	20,000	GAL	1 1	03/81 08/87	42,209	23,391

NUMBER OF CARS		19				\$ 784,602	\$ 434,679

PROGRAM ACTB1027

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
 SCHEDULE B - DESCRIPTION OF EQUIPMENT TRUST
 FOR SUBSTITUTION - TERMINATED CARS

RUN DATE: 02/14/90

CERTIFICATE TRUST SERIES: R020

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
-----	-----	-----	-----
3	BULK	100	CP 317519, CP 317554, CP 317567
1	GONT	100	UNPX102751
2	TA	13,000	11174, 11179
7	TM	13,000	60838, 60841, 60946, 60982, 60984-60986
1	TM	14,000	67618
2	TM	16,000	66230, 66388
1	TM	18,000	66628
1	TM	20,000	67923
1	TP	17,000	48224

 19 TOTAL